

RECORDATION NO. 20475
FILED 1425
JAN 10 1997 - 1:00 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

(202) 393-2266

FAX (202) 393-2156

OF COUNSEL
URBANA A. LESTER

RECORDATION NO. 20475
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RECEIVED
SURFACE TRANSPORTATION
BOARD
JAN 10 12 56 PM '97

January 10, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Car Lease, dated as of December 1, 1994, a primary document as defined in the Board's Rules for the Recordation of Documents, and three (3) copies of an Assignment of Leases, dated as of January 10, 1997, a secondary document related thereto.

The names and addresses of the parties to the enclosed documents are:

Car Lease

Lessor: Atlantic and Western Railway, Limited Partnership
2605 Thomas Drive
Panama City Beach, Florida 32408

Lessee: CSX Transportation, Inc.
500 Water Street
Jacksonville, Florida 32202

Counterparts - [Signature]

Mr Vernon A Williams
January 10, 1997
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Assignment of Leases

Assignor Atlantic and Western Railway, Limited Partnership
2605 Thomas Drive
Panama City Beach, Florida 32408

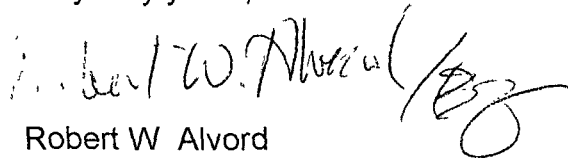
Assignee MRC Freightcar Leasing, LLC
One California Street, #1500
San Francisco, California 94111

A description of the railroad equipment covered by the enclosed documents is attached as Exhibit A to the Car Lease

Also enclosed is a check in the amount of \$44 00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed documents to the undersigned

Very truly yours,


Robert W Alvord

RWA/bg
Enclosures

RECORDATION NO. 20475-A
JAN 10 1997 - 1 00 PM

ASSIGNMENT OF LEASES

FOR VALUE RECEIVED, the undersigned Atlantic and Western Railway Limited Partnership ("Assignor") does hereby unconditionally sell and assign to MRC Freightcar Leasing, LLC ("Assignee"), its successors and assigns, all of Assignor's rights under the Equipment Leases listed on Schedule 1-EL attached to this Assignment of Leases, together with any and all rights and claims against any person inuring to Assignor's benefit as lessor thereunder; PROVIDED THAT Assignor expressly reserves and does not assign any rights under any Equipment Lease to the extent such rights relate to car no. CSXT 143199. Assignee hereby assumes and agrees to keep, perform and fulfill all terms, covenants, conditions and obligations of Assignor as lessor under said Equipment Leases to the extent attributable to any period after the date hereof, except to the extent such terms, covenants, conditions and obligations relate to car no. CSXT 143199.

Assignor further covenants and agrees to execute and deliver or cause to be executed and delivered all such further instruments and documents as may be reasonably requested by Assignee for the better effecting, perfecting and confirming the sale and assignment evidenced hereby.

This Assignment of Leases is delivered pursuant to the terms of that certain Railcar Purchase Agreement dated as of January 10, 1997 between Assignor and Assignee and is delivered subject to certain representations and warranties contained therein, each of which shall survive the execution and delivery hereof. Nothing herein shall be construed to amend, merge or waive any such representation or warranty or any other term or condition of said Agreement.

This Assignment of Leases may be executed in any number of counterparts, no one of which needs to be executed by all parties, and shall be binding upon all parties with the same force and effect as if all the parties had signed the same document, and each such signed counterpart shall constitute an original of this Assignment of Leases.

Executed and delivered this 10th day of January, 1997.

ATLANTIC AND WESTERN RAILWAY
LIMITED PARTNERSHIP
By: Rail Management and Consulting
Corporation, General Partner

MRC FREIGHTCAR LEASING, LLC

By: _____
Name:
Capacity:

By: M. Jose
Name: Michihito Jose
Capacity: Vice President & Treasurer


Executed and delivered this 10 day of January 10 1997.

ATLANTIC AND WESTERN RAILWAY
L.L.C.

MRC FREIGHTCAR LEASING, LLC

LIMITED PARTNERSHIP

By: Rail Management and
Consulting Corporation,
General Partner

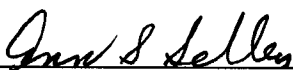
By: 
Name: K. Earl Durden
Capacity: President

By: _____
Name:
Capacity:

State of Florida
County of Bay

On this 9th day of January 1997, before me, ANN S SELLERS, a Notary Public in and for said County, appeared K. Earl Durden, personally known to me who first by me being sworn did say that he is the President of Rail Management and Consulting Corporation, General Partner of Atlantic & Western Railway, Limited Partnership, and that the seal affixed to the Assignment is the corporate seal of the Corporation, and that the Assignment was signed and sealed in behalf of the Corporation by authority of its Board of Directors and K. Earl Durden acknowledged the Assignment to be the free and voluntary act and deed of the Corporation.

In testimony whereof, I have hereunto affixed my name and official seal at Panama City, Florida, this 9th day of January, 1997.


Notary Public

My Commission Expires:

Feb 15, 2000

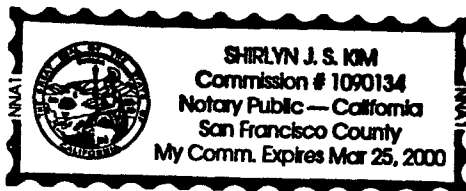


ANN S SELLERS
My Commission CC533083
Expires Feb. 15, 2000

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California
County of San Francisco
On January 9, 1997 before me, Shirlyn J. S. Kim,
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")
personally appeared Michihiro Nose,
Name(s) of Signer(s)

☒ personally known to me – OR – ☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document

Description of Attached Document

Title or Type of Document: Assignment of Leases
Document Date: January 10, 1997 Number of Pages: 2
Signer(s) Other Than Named Above: Atlantic and Western Railway L.P.

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer
Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney-in-Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other _____

Signer Is Representing: _____

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer
Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney-in-Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other _____

Signer Is Representing: _____

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

SCHEDULE 1-EL

LIST OF EQUIPMENT LEASES

1. Atlantic & Western Railway Limited Partnership Car Lease dated as of December 1, 1994, between Atlantic & Western Railway Limited Partnership and CSX Transportation Inc.

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